

BROWNFIELD PARTNERS, LLC

Stuart L. Miner
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Environmental Consultants to the Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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| | ----- X |
| In re: | : |
| MOTORS LIQUIDATION COMPANY, et al., | : |
| f/k/a General Motors Corp., et al. | : |
| Debtors. | : |
| | ----- X |

**FIRST INTERIM FEE APPLICATION COVER SHEET OF BROWNFIELD
PARTNERS, LLC AS ENVIRONMENTAL CONSULTANTS TO THE DEBTORS FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

| | |
|--|---|
| Name of Applicant: | Brownfield Partners, LLC |
| Role in Case: | Environmental Consultants to the Debtors |
| Date of Retention: | June 19, 2009 (<i>nunc pro tunc</i> to June 1, 2009) |
| Compensation Period: | June 1, 2009 through September 30, 2009 |
| Amount of Compensation sought as actual, reasonable and necessary: | \$213,914.75 |
| Amount of Expense Reimbursement sought as actual, reasonable and necessary: | \$16,294.80 |
| Prior Fee Applications: | None |

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SOUTHERN DISTRICT OF NEW YORK

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| In re: | : |
| MOTORS LIQUIDATION COMPANY, et al., | : |
| f/k/a General Motors Corp., et al. | : |
| Debtors. | : |
| | (Jointly Administered) |

X

**FIRST INTERIM APPLICATION OF BROWNFIELD PARTNERS, LLC AS
ENVIRONMENTAL CONSULTANTS TO THE DEBTORS FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009**

Brownfield Partners, LLC (“Brownfield Partners”) respectfully files this First Interim Application for Allowance of Compensation and Reimbursement of Expenses (the “Fee Application”) of Brownfield Partners as Environmental Consultants to Motors Liquidation Company (f/k/a General Motors Corporation) (“GM”) and its affiliated debtors, as debtors in possession (collectively, the “Debtors”), for the period from June 1, 2009 through September 30, 2009 (the “First Interim Period”). This Fee Application is filed pursuant to §§ 328(a), 330(a) and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Rules and Orders of this Court. In support of the Application, Brownfield Partners states:

JURISDICTION AND VENUE

1. On August 7, 2009, the Court signed an Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Compensation Procedures Order”) (Docket #3711). The Compensation Procedures Order states, *inter alia*,

“Commencing with the period ending September 30, 2009, and at four month intervals thereafter (the “Interim Fee Period”), each of the retained professionals as set forth in paragraphs 3 and 4 herein (the “Retained Professionals”) shall file with the Court an application (an “Interim Fee Application”) for interim Court approval and allowance, pursuant to sections 330 and 331 of the Bankruptcy Code (as the case may be) of the compensation and reimbursement of expenses requested in the Monthly Statements served during such Interim Fee Period. Each Retained Professional shall file its Interim Fee Application no later than 45 days after the end of the Interim Fee Period.”

2. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue of the Debtors’ Chapter 11 cases and this Fee Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

3. On June 1, 2009 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. On July 21, 2009, the Debtors filed an application (the “Retention Application”) pursuant to 11 U.S.C. §§ 327(a) and 328(a) and Fed. R. Bankr. P. 2014 authorizing the retention and employment of Brownfield Partners as an environmental management and consulting services provider in connection with these chapter 11 cases, to assist the Debtors in determining

the costs of actual or potential environmental liabilities arising from the Debtors' prepetition, historic operations. The Debtors sought to employ and retain Brownfield Partners pursuant to the terms of the agreement between the Debtors and Brownfield Partners dated and effective as of June 15, 2009 (the "Engagement Letter"). More specifically, Brownfield Partners has been retained by the Debtors for its real estate and property reuse expertise.

5. On August 3, the Court entered an Order authorizing the Debtors to retain and employ Brownfield Partners *nunc pro tunc* to the Petition Date.

6. On September 14, 2009, the Court entered an Order amending the terms of the Engagement Letter with Brownfield Partners (the "Amended Order").

COMPENSATION REQUESTED

7. By this Fee Application and in accordance with §§ 328, 330 and 331 of the Bankruptcy Code, Brownfield Partners request allowance of fees in the amount of \$213,914.75, and ordinary and necessary expenses in the amount of \$16,294.80, for a total amount \$230,209.55.

8. Pursuant to the Compensation Procedures Order, all professionals retained in these cases are authorized to seek, on a monthly basis, compensation for professional services rendered and reimbursement of expenses incurred. In the absence of any objection to the monthly statement of fees and expenses incurred (the "Monthly Statements"), the Debtors can pay 80% of the professional fees requested and 100% of the expenses incurred. A tabulation of fees and expenses incurred, as well as payments received by Brownfield Partners, for Monthly Statements to date is as follows:

| Period Covered | Fees | Expenses | 80% of Fees | 80% of Fees plus Expenses | Invoice amount | Payments Received |
|-----------------------|-------------------------------|------------------|--------------------|----------------------------------|-----------------------|--------------------------|
| 06/01/09 - 07/08/09 | 73,473.00 | 353.10 | 58,778.40 | 59,131.50 | 73,826.10 | 59,060.89 |
| 07/17/09 - 08/07/09 | 30,551.25 | 3,534.39 | 24,441.00 | 27,975.39 | 34,085.64 | 27,975.39 |
| 08/03/09 - 08/28/09 | 55,472.00 | 7,810.61 | 44,377.60 | 52,188.21 | 63,282.61 | 51,088.21 |
| 08/17/09 - 09/30/09 | 54,418.50 | 4,596.70 | 43,534.80 | 48,131.50 | 59,015.20 | 0.00 |
| TOTAL: | 213,914.75¹ | 16,294.80 | 171,131.80 | 187,426.60 | 230,209.55 | 138,124.49 |

9. During the First Interim Period, Brownfield Partners has sought \$213,914.75 in professional fees and \$16,294.80 for expenses, of which \$126,426.39 in fees and \$11,698.10 in expenses, respectively, has been paid to date by the Debtors in accordance with the Compensation Procedures Order. As of the date of this Fee Application, Brownfield Partners is owed \$87,488.36 for professional fees and \$4,596.70 for expenses incurred, which amounts have not yet been paid by the Debtors.

10. Brownfield Partners have received no payment and no promises of payment from any other source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fee Application.

11. There is no agreement or understanding between Brownfield Partners and any other person for the sharing of compensation to be received for services rendered in this case other than the agreement with D. McMurtry & Associates, LLC who are providing support to Brownfield Partners as properly disclosed in the Retention Application.

12. Brownfield Partners submit that this Fee Application complies with sections 330 and 503(b)(1)(A) of Chapter 11 of Title 11 of the Bankruptcy Code, Rule 2016 of the Bankruptcy Rules, the Amended Guidelines for Fees and Expenses for Professionals in Southern District of

¹ The Fee Application seeks \$1,375.00 more than referenced in the Monthly Fee Statements. This deminimus increase is due to an inadvertent administrative discrepancy regarding the Monthly Fee Statement for the period from August 3, 2009 through August 28, 2009 in the billing rate for Morgan Landers which was incorrectly billed at \$40/hr on certain time entries rather than Morgan Lander's standard rate of \$160/hr which was set forth in the Retention Application.

New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”) and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines” collectively with the Local Guidelines, the “Guidelines”).

SUMMARY OF SERVICES PROVIDED

13. Attached as **Exhibit A** is a list of the Brownfield Partners professionals who worked on the case during the First Interim Period, along with the titles, and a summary of hours charged for the professionals whose services are being billed in connection with this case. Attached as **Exhibit B** is a summary of hours incurred for each category of work performed by Brownfield Partners. Attached as **Exhibit C** is a summary of actual out-of-pocket expenses incurred during the First Interim Period for each category of expenses. Attached as **Exhibit D** are the detailed time entries during the First Interim Period, for each category of work performed by Brownfield Partners. Attached as **Exhibit E** is the certification of Stuart L. Miner with respect to the Fee Application pursuant to the Local Guidelines.

14. In accordance with the Retention Application and the Engagement Letter, the following is a detailed description of the major tasks performed during the First Interim Period. These tasks, and the related hours incurred, are separated into the following matters:

Asset Disposition (Task Code B130- 379.80 Hours)

15. During the First Interim Period Brownfield Partners provided assistance to the Debtors in estimating costs associated with the Debtors’ contaminated property for the purposes of determining the amount of debtor-in-possession financing required to cover the costs to manage and remediate these properties. Brownfield Partners’s work focused on property ownership and management costs, e. g., utilities, property maintenance and security and property

taxes. Brownfield Partners also participated on the consultant steering committee overseeing this cost estimate and assisted in the review and revision of the cost estimates for environmental remediation. Brownfield Partners provided program management support to the Debtors for coordinating the work of the other environmental consultants in reviewing and refining these cost estimates. Brownfield Partners provided assistance to the Debtors in determining the potential for disposition and/or reuse of certain of the Debtors' properties and advised and assisted the Debtors regarding the potential to integrate remediation with redevelopment.

16. During the First Interim Period Brownfield Partners also reviewed agreements between the Debtors and New GM regarding responsibility for plant idling, transition and the process for decommissioning of properties prior to hand over to the Debtors and provided recommendations for modifications to these procedures.

17. Brownfield Partners also assisted the Debtors in analyzing the results of engineering cost estimates and developed summaries for presentation to the Debtors' management, the debtor-in-possession lender and regulatory agencies. As part of this work, Brownfield Partners provided assistance to the Debtors in developing a strategy for working with federal and state environmental regulatory officials to agree on environmental cleanup plans for Debtors' properties. This work included assisting in the planning, coordination and conduct of meetings with the U. S. Environmental Protection Agency (USEPA) and USEPA regional offices in New York and Chicago.

18. The work performed by Brownfield Partners was not duplicative of any other retained professional.

19. The work on Brownfield Partners in this massive bankruptcy estate is continuing and not complete. The Amended Order capped consultant labor of Brownfield Partners at

\$200,000 unless otherwise approved in advance in writing by a representative of the Debtors. Due to the massive nature of this project Brownfield Partners has, pursuant to the Amended Order, alerted counsel for the Debtors that an additional amendment to increase the fee cap will be necessary and to which counsel to the Debtors have not objected.

Real Estate (Task Code B250- 465.60 Hours)

20. During the First Interim Period Brownfield Partners assisted the Debtors in evaluating environmental risk management strategies to support sale and reuse of the Debtors' real estate. This included working with the Debtors' insurance broker in the initial consideration of insurance options and other financial products that could be used to secure the Debtors' environmental liabilities. Brownfield Partners also provided recommendations to the Debtors regarding the appropriate scope of work for conduct of Phase I environmental site assessments on the Debtors' properties to provide better baseline information about the limitations to sale and reuse of the Debtors' real estate. Brownfield Partners reviewed and provided comments on the Debtor's form of non-disclosure agreement and other standard forms of agreement. The intention of these reviews was to provide the Debtors with recommendations regarding modifications to these agreements so as to be more applicable to "Brownfield" property transactions.

21. Brownfield Partners submit that the foregoing services were necessary to the administration of this Chapter 11 case, were necessary and beneficial to the Debtors' estates at the time such services were rendered, and were performed without unnecessary duplication of effort or expense. Brownfield Partners's request for compensation of the foregoing services is reflective of a reasonable and appropriate amount of time expended in performing such services

commensurate with the complexity, importance and nature of the problem, issue and task involved².

NOTICE

22. Notice of this Fee Application has been provided pursuant to the Compensation Procedures Order.

WHEREFORE, Brownfield Partners respectfully request that this Court enter an order:

(i) allowing Brownfield Partners's request for compensation in the sum of \$213,914.75 for actual, reasonable and necessary professional services rendered as environmental consultants to the Debtors during the Compensation Period; (ii) directing the Debtors to pay to Brownfield Partners the full amount of such compensation to the extent not already paid; and (iii) directing the Debtors to reimburse Brownfield Partners in the amount of \$16,294.80 for actual, reasonable and necessary expenses incurred during the Compensation Period, to the extent not already reimbursed.

Dated: Denver, Colorado
November 16,2009

BROWNFIELD PARTNERS, LLC

/s/ Stuart L. Miner
Stuart L. Miner, Partner
475 17th Street, Suite 950
Denver, CO 80202

Environmental Consultants to the Debtors

² Although every effort has been made to include all expenses from the First Interim Period in this Fee Application, some expenses from the First Interim Period might not be included in this application due to delays caused by accounting and processing procedures. Brownfield Partners reserves the right to make further application to the Court for allowance of expenses not included herein.

MOTOR LIQUIDATION COMPANY, *et al.*
f/k/a General Motors Corp., *et al.*

SUMMARY OF PROFESSIONAL
TIME CHARGES AND FEES
FOR THE PERIOD

JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009

EXHIBIT A

Listed below are the Brownfield Partners' professionals who performed services during the referenced period, their respective hourly rates, hours incurred, and associated fees.

| NAME | Title | Hours | Rate | Fee |
|--------------------------|--------------|---------------|-------------|-------------------|
| 1000 - Douglas Elenowitz | Partner | 78.10 | 250.00 | 19,525.00 |
| 1001 - Mary Hashem | Partner | 134.20 | 250.00 | 33,550.00 |
| 1002 - Morgan Landers | Planner | 64.30 | 165.00 | 10,609.50 |
| 1003 - Stuart Miner | Partner | 209.90 | 250.00 | 52,475.00 |
| 1004 - David McMurtry | Principal | 358.90 | 275.00 | 98,697.50 |
| Total | | 845.40 | | 214,857.00 |
| Less Discount | | | | (942.25) |
| TOTALS: | | 845.40 | | 213,914.75 |

Total Fees: \$ 213,914.75

Total Expenses: \$ 16,294.80

Total Fees and Expenses: \$ 230,209.55

MOTOR LIQUIDATION COMPANY, *et al.*
f/k/a General Motors Corp., *et al.*

SUMMARY OF PROFESSIONAL
TIME CHARGES AND FEES
FOR THE PERIOD
JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009

EXHIBIT B

Listed below are the hours incurred and associated time charges for each time detail category.

| Task Code | Hours | Fees |
|--------------------------|---------------|-------------------|
| B130 - Asset Disposition | 379.80 | 93,032.00 |
| B250 - Real Estate | 465.60 | 119,825.00 |
| Discount | | (942.25) |
| TOTAL: | 845.40 | 213,914.75 |

MOTOR LIQUIDATION COMPANY, *et al.*
f/k/a General Motors Corp., *et al.*

SUMMARY OF EXPENSES
FOR THE PERIOD
JUNE 1, 2009 THROUGH SEPTEMBER 30, 2009

EXHIBIT C

Listed below are the expenses incurred for each expense category:

| <u>Expenses</u> | <u>Amount</u> |
|---|----------------------|
| MLC - Project Meetings in Detroit Week Ending 08-14-09 | 1,535.07 |
| Hashem - MLC Travel - EPA Meetings - D.C. 8/28/09 | 1,440.75 |
| D McMurtry - MLC Travel Expenses - Detroit, DC Aug 2009 | 4,124.73 |
| Administrative Markup | 710.06 |
| Hashem - Travel Expense Week Ending 9/4/09 GM EPA Region 5 Meetings in Chicago | 866.61 |
| Hashem - Travel Expense GM 9/10/09 NY Meetings | 969.34 |
| Miner Travel- MLC Detroit Meetings 9/21-22 | 1,176.74 |
| D. McMurtry & Assoc Inv 004 09-30-09 | 1,166.13 |
| Administrative Markup | 417.88 |
| D McMurtry & Associates - Expenses Detroit Meeting 7/21 - 7/24. | 1,731.27 |
| MLC - Week ending 07-24-09 - Project Meetings in Detroit with Alix Partners, Weil and Arcadis/LFR | 1,481.81 |
| 10% Administrative fee for Out-of-Pocket costs | 321.31 |
| GM - RealQuest Professional data base- June 2009 - July 14, 2009 | 321.00 |
| Administrative Mark up | 32.10 |
| TOTAL: | 16,294.80 |

EXHIBIT D

| <u>Date Of Service</u> | <u>Timekeeper ID</u> | <u>Task Code</u> | <u>Description of Services</u> | <u>Hours</u> | <u>Hourly Rate</u> | <u>Fee Amount</u> |
|------------------------|----------------------|------------------|---|--------------|--------------------|-------------------|
| 06/10/2009 | 1004 | B130 | 06-10-09 - Conf call w/ J Redwine, review and comment on draft "Engineering Review of GM Cost Estimate" (2.5). | 2.50 | 275.00 | 687.50 |
| 06/15/2009 | 1003 | B250 | 06-15-09 - Kick off conference all. | 1.80 | 250.00 | 450.00 |
| 06/15/2009 | 1000 | B250 | 06-15-09 - Review questionnaire circulated by Redwine. | 0.50 | 250.00 | 125.00 |
| 06/15/2009 | 1000 | B130 | 06-15-09 - Environmental cost review conference call with Alix, Claro, BP, McMurtry, LFR/Arcadis to establish scope. | 1.90 | 250.00 | 475.00 |
| 06/15/2009 | 1000 | B250 | 06-15-09 - Coordination with McMurtry on template, scope and project teams. | 0.30 | 250.00 | 75.00 |
| 06/15/2009 | 1001 | B250 | 06-15-09 - Conference call with Alix Partners, Claro, LFR/Arcadis to establish project scope and process. | 1.80 | 250.00 | 450.00 |
| 06/15/2009 | 1001 | B130 | 06-15-09 - Intralink Registration. | 0.20 | 250.00 | 50.00 |
| 06/15/2009 | 1001 | B250 | 06-15-09 - Review of questionnaire for interviews. | 0.90 | 250.00 | 225.00 |
| 06/15/2009 | 1001 | B250 | 06-15-09 - Internal project coordination discussions. | 0.40 | 250.00 | 100.00 |
| 06/15/2009 | 1004 | B130 | 06-15-09 -CC w/Redwine, Weil, Clar, BP, LFR re DIP Remediation cost process (1.7), CC with LFR & Claro on template/review, (1.3), Call w BP re project setup (.2), review/comment template drafts (2.1) | 5.30 | 275.00 | 1,457.50 |
| 06/16/2009 | 1003 | B250 | 06-16-09 - Call with McMurtry to finalize process. | 0.90 | 250.00 | 225.00 |
| 06/16/2009 | 1003 | B250 | 06-16-09 - Team coordination call/Call with Redwine. | 1.90 | 250.00 | 475.00 |
| 06/16/2009 | 1003 | B250 | 06-16-09 - Steering committee call. | 0.70 | 250.00 | 175.00 |
| 06/16/2009 | 1000 | B250 | 06-16-09 - Group call with LFR/Arcadis, Claro to review and revise combined templates. | 0.30 | 250.00 | 75.00 |
| 06/16/2009 | 1000 | B250 | 06-16-09 - Call with McMurtry, Miner, Hashem to discuss strategic approach to reviews and reporting. | 0.90 | 250.00 | 225.00 |
| 06/16/2009 | 1000 | B250 | 06-16-09 - Project Kick-off call with Alix, Claro, LFR/Arcadis, BP. | 1.60 | 250.00 | 400.00 |
| 06/16/2009 | 1000 | B130 | 06-16-09 - Compilation and review of document database for Team A site in preparation of GM project. | 2.10 | 250.00 | 525.00 |
| 06/16/2009 | 1001 | B250 | 06-16-09 - Internal team conference call (BP, McMurtry) to discuss strategy for real estate reviews. | 0.90 | 250.00 | 225.00 |
| 06/16/2009 | 1001 | B250 | 06-16-09 - Project Kick-off conference call and oversight committee conference call. | 1.90 | 250.00 | 475.00 |
| 06/16/2009 | 1001 | B250 | 06-16-09 - Oversight committee conference call. | 0.70 | 250.00 | 175.00 |
| 06/16/2009 | 1001 | B250 | 06-16-09 - Review site write up template drafts. | 0.40 | 250.00 | 100.00 |
| 06/16/2009 | 1001 | B130 | 06-16-09 - Explore file structure and general files available on Intralink. | 0.30 | 250.00 | 75.00 |
| 06/16/2009 | 1001 | B250 | 06-16-09 - Begin review of Allison Transmission. | 1.60 | 250.00 | 400.00 |

| | | | | | | |
|------------|------|------|--|------|--------|----------|
| | | | 06-16-09 Finalize work product templates (.6); compare GM & Arcadis site & GM Pr. Mgr. lists for team assignments (.4); call with LFR/Claro/BFP leaders on template & prep for team kickoff call (1.4); call with S Miner, M Hashem, D Elenowitz of BFP on coordination and scope (.4); calls with J Redwine on process & budget planning for future work (.9); Team leader kickoff call w/F Lorincz, K Killian & multiple LFR/Arcadis & Claro staff (2.1); daily status call w/ J Redwine, S Miner, F Lorincz, K Killian (1.1); data room website access and initial review of data (2.1) | | | |
| 06/16/2009 | 1004 | B250 | 06-16-09 Finalize work product templates (.6); compare GM & Arcadis site & GM Pr. Mgr. lists for team assignments (.4); call with LFR/Claro/BFP leaders on template & prep for team kickoff call (1.4); call with S Miner, M Hashem, D Elenowitz of BFP on coordination and scope (.4); calls with J Redwine on process & budget planning for future work (.9); Team leader kickoff call w/F Lorincz, K Killian & multiple LFR/Arcadis & Claro staff (2.1); daily status call w/ J Redwine, S Miner, F Lorincz, K Killian (1.1); data room website access and initial review of data (2.1) | 9.00 | 275.00 | 2,475.00 |
| 06/17/2009 | 1003 | B250 | 06-17-09 - Preliminary review of Willow Run and Willow Run Mid-Luxe. | 2.70 | 250.00 | 675.00 |
| 06/17/2009 | 1003 | B250 | 06-17-09 - Steering committee call. | 0.70 | 250.00 | 175.00 |
| 06/17/2009 | 1000 | B250 | 06-17-09 - Team C Conf call with Arcadis/LFR, Claro, and BP allocation of sites for review, discussion of institutional site knowledge, deliverables, and schedule and preparation for GM interviews. | 0.40 | 250.00 | 100.00 |
| 06/17/2009 | 1000 | B250 | 06-17-09 - Meeting with Miner and Hashem to establish basis for treatment of regulated building materials, RCA decommissioning, remedial framework for "worst case". | 0.50 | 250.00 | 125.00 |
| 06/17/2009 | 1000 | B130 | 06-17-09 - Review of document database for Team A site in preparation of GM project manager interviews. | 2.10 | 250.00 | 525.00 |
| 06/17/2009 | 1000 | B250 | 06-17-09 - Team A GM project manager interviews - Arcadis/LFR, GM, Brownfield, Claro, McMurtry. | 1.90 | 250.00 | 475.00 |
| 06/17/2009 | 1000 | B250 | 06-17-09 - Progress call with McMurtry, Weil, Claro, Alix Partners - discussion of data requirements, excluded variables, retention, Court schedules. | 0.80 | 250.00 | 200.00 |
| 06/17/2009 | 1000 | B250 | 06-17-09 - Review of Team A sites data and Team C GM summaries. | 1.10 | 250.00 | 275.00 |
| 06/17/2009 | 1000 | B250 | 06-17-09 - Review of Weil Gotshall interviews and NewCo leases. | 0.90 | 250.00 | 225.00 |
| 06/17/2009 | 1001 | B250 | 06-17-09 - Team B introduction and coordination conference call. | 1.10 | 250.00 | 275.00 |
| 06/17/2009 | 1001 | B250 | 06-17-09 - Review revised template write up documents. | 0.20 | 250.00 | 50.00 |
| 06/17/2009 | 1001 | B250 | 06-17-09 - Review Hyatt Clark interview notes from Weil interviews. | 0.20 | 250.00 | 50.00 |
| 06/17/2009 | 1001 | B250 | 06-17-09 - Review property narrative for Allison Transmission. | 0.60 | 250.00 | 150.00 |
| 06/17/2009 | 1001 | B250 | 06-17-09 - Begin review of Indy Metal Fab. | 1.40 | 250.00 | 350.00 |
| 06/17/2009 | 1004 | B250 | | 8.00 | 275.00 | 2,200.00 |
| 06/18/2009 | 1003 | B250 | 06-18-09 - GM PM interview call and pre-call. | 2.80 | 250.00 | 700.00 |
| 06/18/2009 | 1003 | B250 | 06-18-09 - Preliminary review of Saginaw Malleable Iron Plant. | 1.50 | 250.00 | 375.00 |
| 06/18/2009 | 1003 | B250 | 06-18-09 - Steering committee call. | 0.80 | 250.00 | 200.00 |
| 06/18/2009 | 1002 | B250 | 06-18-09 - Property research for Lansing Plants | 1.50 | 165.00 | 247.50 |

| | | | | | | |
|------------|------|------|--|------|--------|----------|
| 06/18/2009 | 1002 | B130 | 06-18-09 - Tax Assessor research for Team D sites. | 0.80 | 165.00 | 132.00 |
| 06/18/2009 | 1002 | B130 | 06-18-09 - Tax Assessor and Site location research for Team D sites. | 0.70 | 165.00 | 115.50 |
| 06/18/2009 | 1000 | B250 | 06-18-09 - Review of document database for Team C site in preparation of GM project manager interviews. | 0.50 | 250.00 | 125.00 |
| 06/18/2009 | 1000 | B250 | 06-18-09 - Team C Conf call with Arcadis/LFR, Claro, and BP allocation or sites for review, discussion of institutional site knowledge, deliverables, and scheduled and preparation for GM interviews. | 2.50 | 250.00 | 625.00 |
| 06/18/2009 | 1000 | B250 | 06-18-09 - Review of site conditions reports, reserves, deed restrictions, research real estate information. | 3.20 | 250.00 | 800.00 |
| 06/18/2009 | 1000 | B250 | 06-18-09 - Progress call with McMurtry, Weil, Claro, GM, Alix Partners - discussion of progress, major items list, request ARO information. | 1.00 | 250.00 | 250.00 |
| 06/18/2009 | 1000 | B250 | 06-18-09 - Review of site conditions reports, reserves, deed restrictions, research real estate information. | 2.80 | 250.00 | 700.00 |
| 06/18/2009 | 1001 | B250 | 06-18-09 - Continue review and begin write up for Indy Metal Fab plant. | 1.70 | 250.00 | 425.00 |
| 06/18/2009 | 1001 | B250 | 06-18-09 - Team B conference call with GM project managers - Indy Metal Fab, Allison Transmission, Danville Landfill. | 1.90 | 250.00 | 475.00 |
| 06/18/2009 | 1001 | B250 | 06-18-09 - Team B conference call with GM project managers - Livonia, Liv Groundwater, Hyatt Clark, Delphi Trenton. | 1.60 | 250.00 | 400.00 |
| 06/18/2009 | 1004 | B250 | 06-18-09 Review data from website, populate templates (3.8); calls w/ D Elenowitz on site information and process (.8); call w/ J Redwine re project procedures, GM data (1.1); daily status call w/ J Redwine, S Miner, F Lorincz, K Killian (1.1); solicit ARO data from GM (.2) | 7.00 | 275.00 | 1,925.00 |
| 06/19/2009 | 1003 | B250 | 06-19-09 - Review new template and ARO totals and factors. | 1.30 | 250.00 | 325.00 |
| 06/19/2009 | 1003 | B250 | 06-19-09 - Research Willow Run. | 1.50 | 250.00 | 375.00 |
| 06/19/2009 | 1003 | B250 | 6-19-09 - Research Willow Run GMPT. | 1.50 | 250.00 | 375.00 |
| 06/19/2009 | 1003 | B250 | 6-19-09 - Research Saginaw Malleable. | 2.00 | 250.00 | 500.00 |
| 06/19/2009 | 1003 | B250 | 06-19-09 - Steering Committee call. | 0.50 | 250.00 | 125.00 |
| 06/19/2009 | 1002 | B130 | 06-19-09 - Tax Assessor, parcel, and zoning research for Allison Transmission sites. | 3.50 | 165.00 | 577.50 |
| 06/19/2009 | 1002 | B130 | 06-19-09 - Tax Assessor, parcel, and zoning research for Livonia site (Team B). | 1.20 | 165.00 | 198.00 |
| 06/19/2009 | 1002 | B130 | 06-19-09 - Tax Assessor, parcel, and zoning research for Danville Landfill site. | 1.50 | 165.00 | 247.50 |
| 06/19/2009 | 1002 | B130 | 06-19-09 - Tax Assessor, parcel, and zoning research for Wilmington site. | 1.30 | 165.00 | 214.50 |
| 06/19/2009 | 1000 | B130 | 06-19-09 - Team review of Tarrytown cost estimate and narrative. | 0.90 | 250.00 | 225.00 |
| 06/19/2009 | 1000 | B250 | 06-19-09 - Team review of Buick City. | 1.10 | 250.00 | 275.00 |

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| 06/19/2009 | 1000 | B250 | 06-19-09 - Compilation of real estate data, review of site data, discussion with GM staff, preparation of Tarrytown and Buick City for QC submission. | 6.00 | 250.00 | 1,500.00 |
| 06/19/2009 | 1001 | B250 | 06-19-09 - Team B status update conference call. | 1.10 | 250.00 | 275.00 |
| 06/19/2009 | 1001 | B250 | 06-19-09 - Complete real estate review Indy Metal Fab. | 0.60 | 250.00 | 150.00 |
| 06/19/2009 | 1001 | B250 | 06-19-09 - Complete preparation of narrative for Indy Metal Fab. | 1.60 | 250.00 | 400.00 |
| 06/19/2009 | 1001 | B250 | 06-19-09 - Complete cost estimation and update spreadsheets for Indy Metal Fab. | 1.30 | 250.00 | 325.00 |
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| 06/19/2009 | 1004 | B250 | 06-19-09 Team A review Conf callw/ F Lorincz, K Killian, S Miner, D Elenowitz, A Hoeksama, D Kaiding, R Strtromberg, B Wellman (1.1), multiple calls with numerous team members regarding cost estimates, compilation and distribution of real estate operating and decommissioning cost data (3.9) QC team daily call w/ J Redwine, S Miner, F Lorincz, K Killian (.9); dissemination of process and scheduling information to teams (.8), review of draft team reports (5.8) | 12.50 | 275.00 | 3,437.50 |
| 06/20/2009 | 1000 | B250 | 06-20-09 - Review Group A properties, compile real estate data, review regulatory documentation. | 4.00 | 250.00 | 1,000.00 |
| 06/20/2009 | 1004 | B250 | 06-20-09 - Review draft site review reports (1.6), communicate w/S Miner about duties week of 6/23 (.4). | 2.00 | 275.00 | 550.00 |
| 06/21/2009 | 1003 | B250 | 06-21-09 - Finalize Willow Run, calls with Redwine. | 3.90 | 250.00 | 975.00 |
| 06/21/2009 | 1000 | B250 | 06-21-09 - Review Group C properties and compile real estate data, and regulatory documentation. | 2.80 | 250.00 | 700.00 |
| 06/21/2009 | 1001 | B250 | 06-21-09 - Coordination call with Redwine, BP team. | 0.90 | 250.00 | 225.00 |
| 06/21/2009 | 1001 | B250 | 06-21-09 - Review real estate data for Livonia. | 0.80 | 250.00 | 200.00 |
| 06/21/2009 | 1001 | B250 | 06-21-09 - Review real estate data for Wilmington. | 0.80 | 250.00 | 200.00 |
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| 06/21/2009 | 1001 | B250 | 06-21-09 - Review real estate data, narrative for Hyatt Clark; Coordination calls with BP team; review of real estate data for Livonia, Wilmington, Hyatt Clark and Delphi | 1.10 | 250.00 | 275.00 |
| 06/22/2009 | 1003 | B250 | 06-22-09 - Finalize SMI. | 2.10 | 250.00 | 525.00 |
| 06/22/2009 | 1003 | B250 | 06-22-09 - Steering Committee Call and QC Call. | 1.20 | 250.00 | 300.00 |
| 06/22/2009 | 1003 | B250 | 06-22-09 - Finalize Willow Run GMPT. | 0.90 | 250.00 | 225.00 |
| 06/22/2009 | 1003 | B250 | 6-22-09 Review Toledo. | 1.70 | 250.00 | 425.00 |
| 06/22/2009 | 1003 | B250 | 6-22-09 Review Garland Road. | 1.50 | 250.00 | 375.00 |
| 06/22/2009 | 1003 | B250 | 6-22-09 Review Elyria. | 0.60 | 250.00 | 150.00 |
| 06/22/2009 | 1003 | B250 | 06-22-09 - Conference Call with Redwine, McMurtry. | 0.80 | 250.00 | 200.00 |
| 06/22/2009 | 1002 | B130 | 06-22-09 - Tax Assessor, parcel, and zoning research for Delphi Int. site. | 1.80 | 165.00 | 297.00 |
| 06/22/2009 | 1002 | B130 | 06-22-09 - Tax Assessor, parcel, and zoning research for Morianne site. | 1.80 | 165.00 | 297.00 |
| 06/22/2009 | 1002 | B130 | 06-22-09 - Tax Assessor, parcel, and zoning research for Willow Run site. | 1.50 | 165.00 | 247.50 |

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| 06/22/2009 | 1002 | B130 | 06-22-09 - Tax Assessor, parcel, and zoning research for IN Metal Fab site. | 2.20 | 165.00 | 363.00 |
| 06/22/2009 | 1002 | B130 | 06-22-09 - Tax Assessor, parcel, and zoning research for MLK site. | 1.20 | 165.00 | 198.00 |
| 06/22/2009 | 1002 | B130 | 06-22-09 - Tax Assessor, parcel, and zoning research for Livonia Groundwater site. | 1.40 | 165.00 | 231.00 |
| 06/22/2009 | 1002 | B130 | 06-22-09 - Tax Assessor, parcel, and zoning research for Hyatt Clark site. | 1.50 | 165.00 | 247.50 |
| 06/22/2009 | 1000 | B250 | 06-22-09 - Review Group C properties and create real estate templates. | 1.20 | 250.00 | 300.00 |
| 06/22/2009 | 1000 | B250 | 06-22-09 - Group C conference call to discuss site remedial approach and coordinate on data and deliverables. | 1.50 | 250.00 | 375.00 |
| 06/22/2009 | 1000 | B250 | 06-22-09 - Group A - Pontiac, Pittsburgh, Anderson, Lansing 1&2 -research, edit narratives and cost estimates. | 2.80 | 250.00 | 700.00 |
| 06/22/2009 | 1000 | B250 | 06-22-09 - Group A -Buick City, Lans 2/3/6, Columbus, Coldwater -research, edit narratives and cost estimates. | 2.50 | 250.00 | 625.00 |
| 06/22/2009 | 1000 | B250 | 06-22-09 - Group C -Fram, Massena, Moraine-research, edit narratives and cost estimates. | 3.10 | 250.00 | 775.00 |
| 06/22/2009 | 1000 | B250 | 06-22-09 - Group C -Syracuse, Old Ley, Tarrytown-research, edit narratives and cost estimates. | 2.60 | 250.00 | 650.00 |
| 06/22/2009 | 1001 | B250 | 06-22-09 - Team B coordination conference call. | 1.10 | 250.00 | 275.00 |
| 06/22/2009 | 1001 | B250 | 06-22-09 - Review and assemble real estate data for Team B properties. | 0.90 | 250.00 | 225.00 |
| 06/22/2009 | 1001 | B250 | 06-22-09 - Begin write up Allison Transmission. | 0.70 | 250.00 | 175.00 |
| 06/22/2009 | 1001 | B250 | 06-22-09 -Complete Hyatt Clark write up. | 1.60 | 250.00 | 400.00 |
| 06/22/2009 | 1001 | B250 | 06-22-09 - Complete Livonia Groundwater write up. | 1.40 | 250.00 | 350.00 |
| 06/22/2009 | 1001 | B250 | 06-22-09 - Begin Danville write up. | 1.50 | 250.00 | 375.00 |
| 06/22/2009 | 1001 | B250 | 06-22-09 - Begin Wilmington write up. | 0.80 | 250.00 | 200.00 |
| 06/22/2009 | 1001 | B250 | 06-22-09 - Call with Sarah Fisher, Arcadis, re. Allison Transmission. | 0.90 | 250.00 | 225.00 |
| 06/22/2009 | 1001 | B250 | 06-22-09 - Internal coordination meeting re identification of parcels for Allison Transmission. | 0.60 | 250.00 | 150.00 |
| 06/22/2009 | 1004 | B250 | 06-22-09 - Conf Call w/ J Redwine, S Miner re review process, probabilistic treatment, discount & inflation rates (1.0). | 1.00 | 275.00 | 275.00 |
| 06/23/2009 | 1003 | B250 | 06-23-09 - Team Review Conference Calls. | 3.20 | 250.00 | 800.00 |
| 06/23/2009 | 1003 | B250 | 06-23-09 - Steering Committee Call. | 1.10 | 250.00 | 275.00 |
| 06/23/2009 | 1003 | B250 | 06-23-09 - Final edits to team D sites. | 1.40 | 250.00 | 350.00 |
| 06/23/2009 | 1002 | B250 | 06-23-09 - Property Research Greenpoint Landfill. | 1.50 | 165.00 | 247.50 |
| 06/23/2009 | 1002 | B250 | 06-23-09 - Property Research, site location for Toledo Site. | 0.50 | 165.00 | 82.50 |
| 06/23/2009 | 1000 | B250 | 06-23-09 - Review, edit, recommendations on Framingham cost estimate. | 0.50 | 250.00 | 125.00 |
| 06/23/2009 | 1000 | B250 | 06-23-09 - Group A Estimate Review call. | 1.70 | 250.00 | 425.00 |
| 06/23/2009 | 1000 | B250 | 06-23-09 - Follow-up with GM on ARO's, research Framingham Sale Agreement, edit Delphi E&E to incorporate Review call comments. | 2.50 | 250.00 | 625.00 |

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| 06/23/2009 | 1001 | B250 | 06-23-09 - Complete write up on Delphi Trenton. | 1.60 | 250.00 | 400.00 |
| 06/23/2009 | 1001 | B250 | 06-23-09 - Complete write up on Wilmington. | 0.70 | 250.00 | 175.00 |
| 06/23/2009 | 1001 | B250 | 06-23-09 - Complete write up on Allison Transmission. | 1.70 | 250.00 | 425.00 |
| 06/23/2009 | 1001 | B250 | 06-23-09 - Team B conference call with Oversight Committee. | 1.30 | 250.00 | 325.00 |
| 06/23/2009 | 1001 | B250 | 06-23-09 - Revise write up for Indy Metal Fab Center. | 0.60 | 250.00 | 150.00 |
| 06/24/2009 | 1003 | B250 | 06-24-09 - Call with GM, PMs regarding ARO numbers. | 1.30 | 250.00 | 325.00 |
| 06/24/2009 | 1003 | B130 | 06-24-09 - ARO/demo cost review. | 3.70 | 250.00 | 925.00 |
| 06/24/2009 | 1003 | B250 | 06-24-09 - Project coordination. | 1.80 | 250.00 | 450.00 |
| 06/24/2009 | 1002 | B250 | 06-24-09 - Property Research, tax assessor info, zoning for Elyria site. | 1.80 | 165.00 | 297.00 |
| 06/24/2009 | 1002 | B250 | 06-24-09 - Property Research, tax assessor info, zoning for Willow Run GMPT site. | 1.20 | 165.00 | 198.00 |
| 06/24/2009 | 1000 | B250 | 06-24-09 - Final edits to Delphi I and Delphi E&E sites, correspondence with Claro and LFR regarding operating cost timing and assumption of Massena | 0.80 | 250.00 | 200.00 |
| 06/24/2009 | 1000 | B130 | 06-24-09 - Call to review all properties for ARO and demolition cost consistency and segregation. | 3.20 | 250.00 | 800.00 |
| 06/24/2009 | 1001 | B250 | 06-24-09 - Complete write up on Danville Landfill. | 1.30 | 250.00 | 325.00 |
| 06/24/2009 | 1001 | B250 | 06-24-09 - Call and emails with Brian Carl re. Danville Landfill parcels. | 0.30 | 250.00 | 75.00 |
| 06/25/2009 | 1003 | B130 | 06-25-09 - Review cost summaries. | 0.90 | 250.00 | 225.00 |
| 06/25/2009 | 1003 | B250 | 06-25-09 - Steering Committee Call. | 0.50 | 250.00 | 125.00 |
| 06/26/2009 | 1003 | B250 | 06-26-09 - Conference calls with Steering Committee. | 1.70 | 250.00 | 425.00 |
| 06/26/2009 | 1003 | B250 | 06-26-09 - Modified Base Case analysis. | 4.30 | 250.00 | 1,075.00 |
| 06/26/2009 | 1002 | B130 | 06-26-09 - Tax assessor, site location, parcel and zoning research for Saginaw Mallible site. | 3.20 | 165.00 | 528.00 |
| 06/26/2009 | 1002 | B130 | 06-26-09 - Tax assessor, site location, parcel and zoning research for Framingham site. | 1.20 | 165.00 | 198.00 |
| 06/26/2009 | 1002 | B130 | 06-26-09 - Tax assessor, site location, parcel and zoning research for Anderson Monroe site. | 0.90 | 165.00 | 148.50 |
| 06/26/2009 | 1000 | B250 | 06-26-09 - Phase II-QA of all sites approach/savings, modification of cost estimates, redline summary documents, multi conf. calls with LFR, Claro, Alix. | 6.30 | 250.00 | 1,575.00 |
| 06/27/2009 | 1003 | B250 | 06-27-09 - Review and respond to e-mails from Project Team. | 0.80 | 250.00 | 200.00 |
| 06/28/2009 | 1003 | B250 | 06-28-09 - Review summary spread sheets. | 0.60 | 250.00 | 150.00 |
| 06/29/2009 | 1003 | B250 | 06-29-09 - Review final summary tables and write ups. | 1.20 | 250.00 | 300.00 |
| 06/29/2009 | 1003 | B250 | 06-29-09 - Calls with Arcadis/Claro to agree on final deliverables and revisions. | 2.50 | 250.00 | 625.00 |
| 06/29/2009 | 1003 | B250 | 06-29-09 - Calls with Redwine and Alix, McMurtry. | 0.80 | 250.00 | 200.00 |
| 06/29/2009 | 1003 | B250 | 06-29-09 Draft Phase II SOW | 1.20 | 250.00 | 300.00 |
| 06/29/2009 | 1003 | B250 | 06-29-09 - Steering Committee conference call. | 0.60 | 250.00 | 150.00 |

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| 06/29/2009 | 1004 | B250 | 06-29-09 - Conf call w/ J Redwine, K Braden, S Miner re Phase 2A Real Estate analyses (.8); review cost estimate files (2.9); Steering committee call w/ J Redwine, S Miner, F Lorincz, K Killian(.3). | 4.00 | 275.00 | 1,100.00 | |
| 06/30/2009 | 1003 | B250 | 06-30-09 - Group D Review Call. | 0.50 | 250.00 | 125.00 | |
| 06/30/2009 | 1004 | B250 | 06-30-09 - Conf Call Team D - F Lorincz, S Miner, J McKenna, R Manees, A Rothchild to review & QC Willow Run (2.1); develop strategy phase 2a (.9); call w/ J Redwine re phase 2a scope (.5); review site data (1.0). | 4.50 | 275.00 | 1,237.50 | |
| 07/01/2009 | 1003 | B250 | 07-01-09 - Groups A and B Review call. | 0.50 | 250.00 | 125.00 | |
| 07/01/2009 | 1004 | B250 | 07-01-09 Conf Call Team B R Stromberg, D Kaiding, A Hoeksama, B Twellman, D Elenowitz, F Lorincz, A Rothchild, K Killian to review & QC cost estimates (2.1); Daily status call QC Team w/ J Redwine, S Miner, F Lorincz, K Killian (1.4); call w/ S Miner re project reviews (.5) | 4.00 | 275.00 | 1,100.00 | |
| 07/02/2009 | 1003 | B250 | 07-02-09 - GM "reverse interview" call. | 1.10 | 250.00 | 275.00 | |
| 07/02/2009 | 1003 | B250 | 07-02-09 - Follow up with McMurtry and Redwine on "reverse interview". | 0.60 | 250.00 | 150.00 | |
| 07/02/2009 | 1000 | B250 | 07-02-09 - Research Pontiac North. | 1.90 | 250.00 | 475.00 | |
| 07/02/2009 | 1004 | B250 | 07-02-09 Conf Call Team C - R Kapp, N Gillotti, D Elenowitz, K Killian, A Rothchild, B Karl, L McBurney review & QC site cost estimates (1.5); Daily status call QC Team w/ J Redwine, S Miner, F Lorincz, K Killian re revisions to estimates (.5); site data review (.9); Call and emails to organize data segregation for GM GAAP analysis (.8) | 3.70 | 275.00 | 1,017.50 | |
| 07/06/2009 | 1003 | B250 | 07-06-09 - Review and comment on updated comparison table. | 0.50 | 250.00 | 125.00 | |
| 07/06/2009 | 1003 | B250 | 07-06-09 - Conference call with McMurtry. | 0.30 | 250.00 | 75.00 | |
| 07/06/2009 | 1003 | B130 | 07-06-09 - Review updated cost comparison tables. | 0.90 | 250.00 | 225.00 | |
| 07/06/2009 | 1000 | B250 | 07-06-09 - Research Pontiac North. | 0.60 | 250.00 | 150.00 | |
| 07/06/2009 | 1004 | B250 | 07-06-09 Call w/ J Redwine & A Rothchild re GM reserves (.5); Prepare summary table comparing GM reserves to 6/27 estimates, incl comments from J Redwine & A Rothschild (.8); analyze & summarize GM v DIP Budget estimate (3.3); prepare summary tables and PPT file of GM v DIP Budget estimate (1.1) | 5.80 | 275.00 | 1,595.00 | |
| 07/07/2009 | 1003 | B130 | 07-07-09 - Conference all to discuss final cost comparisons and PowerPoint briefing. | 1.10 | 250.00 | 275.00 | |
| 07/07/2009 | 1003 | B250 | 07-07-09 - Review sources for inflation data. | 0.90 | 250.00 | 225.00 | |
| 07/07/2009 | 1004 | B130 | 07-07-09 Calls w/ J Redwine & LFR A Rothchild re GAAP vs DIP (2.2); finalize GAAP vs DIP tables and PPT (3.7); Conf call w/ GM -B Hare & GM project managers (participants not announced) and numerous Arcadis technical staff to review findings on 29 sites and answer questions about same (5.6); | 11.50 | 275.00 | 3,162.50 | |
| 07/08/2009 | 1003 | B130 | 07-08-09 - Conference call with GM to review reserve vs. closure cost numbers. | 1.10 | 250.00 | 275.00 | |

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| 07/08/2009 | 1004 | B130 | 07-08-09 Conf call w/GM - B Hare, various Project Managers & Alix - J Redwine, LFR - L McBurney about variances in GAAP and DIP process and results (.1.5); Call w/ G Hansen re same (.3); Call w/ J Redwine various topics (.2); Call w/ F Lorinz & A Rothchild of LFR re records and work product documentation (.5) | 2.50 | 275.00 | 687.50 |
| 07/13/2009 | 1003 | B250 | 07-13-09 - Long-term work plan. | 3.80 | 250.00 | 950.00 |
| 07/13/2009 | 1003 | B250 | 07-13-09 - Emails with McMurtry, Redwine regarding TSCA and work scope. | 2.20 | 250.00 | 550.00 |
| 07/14/2009 | 1003 | B250 | 07-14-09 - Review work plan. | 1.60 | 250.00 | 400.00 |
| 07/14/2009 | 1004 | B130 | 07-14-09 - Conf call w J Redwine, S Miner on strategic planning, compliance staffing (.75); work on draft strategic plan for asset disposition (2.75). | 3.50 | 275.00 | 962.50 |
| 07/15/2009 | 1003 | B250 | 07-15-09 - Final comments on work plan. | 1.30 | 250.00 | 325.00 |
| 07/15/2009 | 1004 | B130 | 07-15-09 - Billing: Preparation of invoice for period June 8 - July 8 (0.7). | 0.70 | 275.00 | 192.50 |
| 07/15/2009 | 1000 | B130 | 07-15-09 - Billing: Preparation of invoice for period June 8 - July 8 (1.5). | 1.50 | 250.00 | 375.00 |
| 07/16/2009 | 1004 | B130 | 07-16-09 Reviewed comments on strategic plan for property mgt and revised for final draft to client (1.0); call w/ J Redwine re planning meeting next week in Detroit, & meetings w/ US Treasury et al in Wash following week, overall stratgic plan and near term deliverables (1.1); Prep for call w/ J Redwine on 7/17 (3.0) | 5.10 | 275.00 | 1,402.50 |
| 07/16/2009 | 1004 | B130 | 07-17-09 Conf call w/ J Redwine, L McBurney, K Braden, M Diegen re real estate disposition planning and meetings 7/22-4 in Detroit and prep for meetings w/ Auto Task Force (1.8); make travel arrangemetns for Detroit meetings (.5); Prep materials for Detroit meetings (2.5) | 4.80 | 275.00 | 1,320.00 |
| 07/20/2009 | 1004 | B250 | 07-20-09 - Call w/ Redwine re Property Summary doc (.5); Call w/ S Miner re content of meetings in Detroit and retention motion (.8); file review for meetings with clients (1.0). | 2.30 | 275.00 | 632.50 |
| 07/21/2009 | 1003 | B250 | 07-21-09 - Review site list, template document. | 0.80 | 250.00 | 200.00 |
| 07/21/2009 | 1003 | B250 | 07-21-09 - Draft agenda/issues list for meeting. | 1.50 | 250.00 | 375.00 |
| 07/21/2009 | 1003 | B250 | 07-21-09 - Working travel time to meeting in Detroit. | 5.00 | 250.00 | 1,250.00 |
| 07/21/2009 | 1004 | B250 | 07-21-09 - Travel to Detroit for meetings with MLC, Alix Partners, Arcadis, Brownfield Ptnrs (9 hrs @ 1/2 rate=4.5 hrs); Meeting prep (2.0). | 6.50 | 275.00 | 1,787.50 |
| 07/22/2009 | 1003 | B250 | 07-22-09 - On-site planning meeting with Alix, Arcadis, Weil re program planning and presentation development for PATF. | 12.00 | 250.00 | 3,000.00 |
| 07/22/2009 | 1003 | B250 | 07-20-09 - Call with McMurtry re agenda for meetings in Detroit and retention motion. | 0.60 | 250.00 | 150.00 |
| 07/22/2009 | 1004 | B250 | 07-22-09 - Meeting in Detroit w/ J Redwine, K Braden, S Haeger, E Borreondo (AP); D Berz (Weil), L McBurney (LFR), S Miner re Strategic planning and preparation for President's Auto Task Force meetings (12.0). | 12.00 | 275.00 | 3,300.00 |

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| 70/23/2009 | 1003 | B250 | 07-23-09 - On-site planning meeting with Alix, Arcadis, Weil re program planning and presentation development for PATF. | 10.00 | 250.00 | 2,500.00 |
| 70/23/2009 | 1004 | B250 | 07-23-09 - Meeting in Detroit w/ J Redwine, K Braden, S Haeger, E Borreondo (AP); D Berz (Weil), L McBurney (LFR), S Miner re Strategic planning and preparation for President's Auto Task Force meetings (10.0). | 10.00 | 275.00 | 2,750.00 |
| 07/24/2009 | 1003 | B250 | 07-24-09 - On-site planning meeting with Alix, Arcadis, Weil re program planning and presentation development for PATF. | 5.00 | 250.00 | 1,250.00 |
| 07/24/2009 | 1003 | B250 | 07-24-09 - Non-working travel time return from meetings in Detroit. | 1.50 | 250.00 | 375.00 |
| 07/24/2009 | 1004 | B250 | 07-24-09 - Meeting in Detroit w. J Redwine, K Braden, E Borreondo (AP); L McBurney, S Miner re Strategic planning and preparation for President's Auto Task Force meetings (3.0); travel back from Detroit (9@ 1/2). | 7.50 | 275.00 | 2,062.50 |
| 07/27/2009 | 1003 | B250 | 07-27-09 - Develop supporting materials for presentation to PATF regarding federal stimulus program. | 1.80 | 250.00 | 450.00 |
| 07/27/2009 | 1002 | B130 | 07-27-09 - Research federal funding grants/loans on Federal database. | 0.80 | 165.00 | 132.00 |
| 07/27/2009 | 1004 | B130 | 07-27-09 - Research & summary of BRAC style program and potential application to GM sites (1.8). | 1.80 | 275.00 | 495.00 |
| 07/28/2009 | 1002 | B130 | 07-28-09 - Organize and summarize research findings to generate Federal Funding List. | 1.10 | 165.00 | 181.50 |
| 07/29/2009 | 1003 | B250 | 07-29-09 - Review TSA. | 1.20 | 250.00 | 300.00 |
| 07/30/2009 | 1003 | B130 | 07-30-09 - Review playbook and other documentation on decommissioning. | 2.50 | 250.00 | 625.00 |
| 07/31/2009 | 1004 | B250 | 07-31-09 - Call w/ J Redwine, L McBurney re site reviews, file management (1.1); Call w/ J Redwine, L McBurney re 8/11 meeting prep (.6). | 1.70 | 275.00 | 467.50 |
| 08/04/2009 | 1002 | B250 | 08-04-09 - Identify and organize material received from MLC regarding GM D&D SOPs. | 1.50 | 165.00 | 247.50 |
| 08/04/2009 | 1002 | B130 | 08-04-09 - Reviewing GM SOPs for D&D of idle or closed plants including WFG procedures, site securities checklist, etc. | 3.50 | 165.00 | 577.50 |
| 08/04/2009 | 1002 | B130 | 08-04-09 - Continue to review GM SOPs provided by GM. | 3.10 | 165.00 | 511.50 |
| 08/06/2009 | 1002 | B130 | 08-06-09 - Reviewing SOPs from GM to clarify key points in memo. | 1.30 | 165.00 | 214.50 |
| 08/06/2009 | 1002 | B130 | 08-06-09 - Revise memo draft. | 1.70 | 165.00 | 280.50 |
| 08/06/2009 | 1002 | B130 | 08-06-09 - Meeting with SLM about closure process. | 0.90 | 165.00 | 148.50 |
| 08/07/2009 | 1002 | B130 | 08-07-09 - Conference call with Wendy White from ARCADIS. | 0.50 | 165.00 | 82.50 |
| 08/07/2009 | 1002 | B130 | 08-07-09 - revise Draft D&D memo based on Wendy White's comments. | 1.50 | 165.00 | 247.50 |
| 08/03/2009 | 1003 | B250 | 08-03-09 - Review site closing list and PATF final presentation. | 0.70 | 250.00 | 175.00 |

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| 08/03/2009 | 1004 | B130 | Call w/ J Redwine re staffing decisions, 8/11 meeting prep (.6); Conversation w/ F Lorinz of LFR re proj mgt (.2); review OEPAP ltr re Elyria (.3); Call w/ L McBurney re Elyria, project status (.3) | 1.40 | 275.00 | 385.00 |
| 08/04/2009 | 1003 | B130 | 08-04-09 - Review D&D information with Landers, call with McBurney, PM call with McMurtry. | 2.00 | 250.00 | 500.00 |
| 08/04/2009 | 1002 | B130 | 08-04-09 - Reviewing, organizing and outlining D&D information for GM. (Undered charge in Invoice#2666) | 5.00 | 165.00 | 825.00 |
| 08/04/2009 | 1004 | B250 | Review OEPAP Mansfield request, Phase 1 (.5); Conf call w/ LFR & Pam Burnett re: env. impacts (1.5); Conf call w/ D Favero & LFR re env impacts (1.0); coord. Call w/ S Miner re D&D, RE planning, contracts (.5) | 3.50 | 275.00 | 962.50 |
| 08/05/2009 | 1003 | B130 | 08-05-09 - Conference call re data base; available data and agenda for meetings next week. | 0.80 | 250.00 | 200.00 |
| 08/05/2009 | 1003 | B130 | 08-05-09 - Conference call with Wendy White, Arcadis to begin D&D procedures discussion. | 0.70 | 250.00 | 175.00 |
| 08/05/2009 | 1004 | B250 | Conf call w/ D Wagner & LFR re env. Impacts (1.1); call w/ L McBurney & A Rothschild re content & format for 8/11; meeting presentations (.4); Call w/ J Redwine re project mgt (.4); call w/ K Richards & LFR re env. impacts (1.3); billing July Invoice (.3) | 3.50 | 275.00 | 962.50 |
| 08/06/2009 | 1003 | B130 | 08-06-09 - Work on D&D program analysis with Landers. | 1.00 | 250.00 | 250.00 |
| 08/06/2009 | 1002 | B130 | 08-06-09 - Reviewing, organizing, and outlining D&D information for SLM. (Undered charge in Invoice#2666) | 3.00 | 165.00 | 495.00 |
| 08/06/2009 | 1002 | B130 | 08-06-09 - Meeting with SLM about closure process. (Undered charge in Invoice#2666) | 1.00 | 165.00 | 165.00 |
| 08/07/2009 | 1003 | B130 | 08-07-09 - Review D&A documents; review process summary with Landers. | 2.00 | 250.00 | 500.00 |
| 08/07/2009 | 1002 | B130 | 08-07-09 - Conference call with Wendy White from ARCADIS. (Undered charge in Invoice#2666) | 0.50 | 165.00 | 82.50 |
| 08/07/2009 | 1002 | B130 | 08-07-09 - Draft memo regarding plant closure process. (Undered charge in Invoice#2666) | 1.50 | 165.00 | 247.50 |
| 08/08/2009 | 1004 | B130 | Review database files for 8/11 meetings (1.8); Prepare financial assurance summary and recommendations (3.0) | 4.80 | 275.00 | 1,320.00 |
| 08/09/2009 | 1004 | B130 | Review site files for 8/11 meetings (1.0) | 1.00 | 275.00 | 275.00 |
| 08/10/2009 | 1002 | B130 | 08-10-09 - Call with Wendy White from Arcadis to discuss idling vs. closure. | 0.20 | 165.00 | 33.00 |
| 08/10/2009 | 1002 | B130 | 08-10-09 - Draft email to SLM summarizing call with Wendy White. | 0.10 | 165.00 | 16.50 |
| 08/10/2009 | 1003 | B130 | 08-10-09 - Outline key issues with TSA | 2.00 | 250.00 | 500.00 |
| 08/10/2009 | 1003 | B250 | 08-10-09 - Non-working travel time. | 2.00 | 250.00 | 500.00 |

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|------------|------|------|--|-------|--------|----------|
| 08/10/2009 | 1004 | B250 | 08-10-09 Finalize NUMMI CA site summary and send to J Redwine (.6); review Transistion Svce Agreement (1.0); Review LFR files for 8/11 meeting (1.0); Phone calls w/ J Redwine & L McBurney re meeting agendas (.3); Travel to Detroit (Hrs not working @ 1/2 rate = (7-2.3)/2=2.4) | 5.30 | 275.00 | 1,457.50 |
| 08/11/2009 | 1003 | B250 | 08-11-09 - Meeting in Detroit to review 79 sites and integrate real estate and environmental information. | 12.00 | 250.00 | 3,000.00 |
| 08/11/2009 | 1000 | B130 | 08-11-09 - Preparation of monthly invoicing. | 1.00 | 250.00 | 250.00 |
| 08/11/2009 | 1004 | B250 | Meeting in Detroit w/ J Redwine, K Braden, M Deighaan, E Ni (all Alix Ptnrs), S Miner (Brownfield Ptnrs), L McBurney & A Rothschild (LFR) to review all sites environmental issues and constraints and real estate disposition strategies (10.0); review site files for meeting prep (1.0) | 11.00 | 275.00 | 3,025.00 |
| 08/12/2009 | 1003 | B250 | 08-12-09 - Continue meeting in Detroit. | 8.50 | 250.00 | 2,125.00 |
| 08/12/2009 | 1003 | B130 | 08-12-09 - Draft recommendation memo to Redwine on D&D process and procedures. | 2.00 | 250.00 | 500.00 |
| 08/12/2009 | 1000 | B130 | 08-12-09 - Preparation and revisions of monthly reconciliation based on direction from Weil. | 1.00 | 250.00 | 250.00 |
| 08/12/2009 | 1004 | B250 | Continue meeting in Detroit w/ J Redwine, K Braden, M Deighaan, E Ni (all Alix Ptnrs), S Miner (Brownfield Ptnrs), L McBurney & A Rothschild (LFR) to review all sites environmental issues and constraints and real estate disposition strategies (7.0) and discuss regulatory requirements (1.0) and strategic planning for environmental matters (.7); review site files for meeting prep (1.0); prep for meeting with AON on 8/13 (.7) | 10.40 | 275.00 | 2,860.00 |
| 08/13/2009 | 1003 | B250 | 08-13-09 - Meeting in Detroit with AON to discuss options for environmental risk management program. | 5.00 | 250.00 | 1,250.00 |
| 08/13/2009 | 1003 | B250 | 08-13-09 - Non-working travel time. | 2.00 | 250.00 | 500.00 |
| 08/13/2009 | 1004 | B250 | Meeitng in Detroit w/ J Redwine, S Miner, A Rothschild, S Haeger discussing sites, esp Bedford properties (1.5); discussion w/ J Redwine, D Berz re regulatory communications & meetings (.5); meeting w/ J Redwine, S Miner, A Rothschild, S Haeger; G Schilz & K Ayres (AON) re risk management/insurance options (3.0); Project planning mtg w/ S Miner (1.0); travel Detroit-California (9hrs @1/2 rate = 4.5) | 10.50 | 275.00 | 2,887.50 |
| 08/14/2009 | 1004 | B130 | Response to emails from J Redwine re planning, meeting action items, & Proj. Falcon (.3); Call w/ J Redwine re action items for next week and scheduleing regulatory meetings (.5) | 0.80 | 275.00 | 220.00 |
| 08/17/2009 | 1004 | B130 | Conf call w/ A Rothchild, L McBurney, S Miner, F Lorinz re Action items and schedules (1.0); emails w/ J Redwine re Finanical Assurance bonds and funds and review of file for same (.7) | 1.70 | 275.00 | 467.50 |

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|------------|------|------|---|------|--------|----------|
| 08/18/2009 | 1004 | B130 | research & review of files on Financial Assurance mechanisms in place (.8); Call with A Rothchild re action list (.1); compose and circulate action items email from recent meetings and calls (.4); review and comment on 'draft blue slides' file from J Redwine (.9); review site files on LFR database (1.2) | 3.40 | 275.00 | 935.00 |
| 08/19/2009 | 1004 | B250 | review Massena RODs & remedial plans and emails from Arcadis regarding same (3.0); review deminimis sale order dated 8/18/09 (.3); Conf call re DIP Budget breakdown of costs for risk mgt planning w/ A Rothchild, L McBurney; S Miner; F Lorinz (1.0); Prepare summary of DIP Budget process for same (.5); call w/ J Redwine re regulatory meeting planning & logisitcs (.5) | 4.80 | 275.00 | 1,320.00 |
| 08/20/2009 | 1000 | B250 | 08-20-09 - Review of insurance work plan. | 0.10 | 250.00 | 25.00 |
| 08/20/2009 | 1000 | B250 | 08-20-09 - Review of correspondence between Miner, Schilz regarding potential insurance structures. | 0.40 | 250.00 | 100.00 |
| 08/20/2009 | 1004 | B130 | Review & comment on DIP Budget breakdown report from LFR (.3); review & comment on blue slides presentation prepared by MLC (2.2); review and analysis of regulatory decision information information from consultatnts (.8); Call w/ J Redwine re planning for meetings with EPA HQ, EPA Region 2, Creditors committee, review of action items and consultant reports (2.0) | 5.30 | 275.00 | 1,457.50 |
| 08/21/2009 | 1000 | B130 | 08-21-09 - Discussion of financial assurance assignment and alternative approaches. | 0.50 | 250.00 | 125.00 |
| 08/21/2009 | 1004 | B130 | Review and comment on regulatory issues and strategies data form LFR (.3); Conf call w/ L McBurney, A Rothchild, M Hashem, F Lorinz re. regulatory issues and strategies for meetings 8/27 (1.5) | 1.70 | 275.00 | 467.50 |
| 08/23/2009 | 1004 | B130 | Review & edit regulatory streamlining summary from L McBurney (1.9); Call w/ M Hashem re EPA meetings on 8/27 (.5); review Massena SPDES correspondence (.4) | 2.80 | 275.00 | 770.00 |
| 08/24/2009 | 1001 | B130 | 08-24-09 - Conference call with team re regulatory coordination and preparation for EPA HQ meeting. | 1.20 | 250.00 | 300.00 |
| 08/24/2009 | 1004 | B130 | Call w/ J Redwine re EPA meetings (.3); review Massena EPA Ltr dated 8/29 and draft response ltr (.5); Review Arcadis draft report on Massena remedial alternatives (2.5); review & comment on Creditors Committee slides (.3); Review facility regulatory strategy tables from Arcadis, OBrien & Gere & CRA (.6); Travel time not working (1/2 rate 6 hrs/2=3.0 hrs) | 7.20 | 275.00 | 1,980.00 |
| 08/25/2009 | 1003 | B130 | 08-25-09 - Update Hashem on environmental process for EPA HQ meeting. | 1.00 | 250.00 | 250.00 |
| 08/25/2009 | 1003 | B130 | 08-25-09 - Conference call with Hashem; Overmeyer, USEPA. | 0.70 | 250.00 | 175.00 |

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| 08/25/2009 | 1001 | B250 | 08-25-09 - Meeting and discussion with S. Miner regarding GM status, recent developments and process. | 1.00 | 250.00 | 250.00 |
| 08/25/2009 | 1001 | B130 | 08-25-09 - Call with Patricia Overmeyer, prep for Thursday meeting with EPA HQ. | 0.70 | 250.00 | 175.00 |
| 08/25/2009 | 1001 | B130 | 08-25-09 - Debrief J. Redwine, D. McMurtry and call with Overmeyer. | 0.30 | 250.00 | 75.00 |
| 08/25/2009 | 1001 | B130 | 08-25-09 - Review first draft of PowerPoint presentation for EPA HQ Meeting. | 0.40 | 250.00 | 100.00 |
| 08/25/2009 | 1004 | B130 | Meeting w/ Unsecured Creditors Committee advisors (2.6); meeting w/ J Redwine, D Berz, L McBurney re meetings w/EPA HQ & Region 2, regulatory communications (8.4) | 11.00 | 275.00 | 3,025.00 |
| 08/26/2009 | 1003 | B250 | 08-26-09 - Review GM landfill list; forward to Hashem. | 0.50 | 250.00 | 125.00 |
| 08/26/2009 | 1003 | B130 | 08-26-09 - Review draft presentation for EPA HQ meeting and discuss with Hashem. | 1.30 | 250.00 | 325.00 |
| 08/26/2009 | 1003 | B250 | 08-26-09 - Review purchase offer on West Mifflin property. | 0.50 | 250.00 | 125.00 |
| 08/26/2009 | 1001 | B130 | 08-26-09 - Review second draft of PowerPoint (PPT) presentation for EPA HQ meeting. | 0.30 | 250.00 | 75.00 |
| 08/26/2009 | 1001 | B130 | 08-26-09 - Call with J. Redwine, D. McMurtry, others to discuss comments to PPT and prep for meeting. | 0.20 | 250.00 | 50.00 |
| 08/26/2009 | 1001 | B250 | Travel DC from San Francisco | 8.50 | 250.00 | 2,125.00 |
| 08/26/2009 | 1001 | B130 | 08-26-09 - Dinner meeting with team to prep for meeting. | 1.50 | 250.00 | 375.00 |
| 08/26/2009 | 1004 | B130 | Meeting w/ J Redwine, D Berz, L McBurney re meetings w/regulatory agencies (3.5); site inspectioins in Flint, Pontiac & Romulus MI (6.0); travel to Washington DC (2 hrs @ 1/2 rate = 1.0) | 10.50 | 275.00 | 2,887.50 |
| 08/27/2009 | 1003 | B250 | 08-27-09 - E-mails to Yates regarding contract status. | 0.50 | 250.00 | 125.00 |
| 08/27/2009 | 1001 | B250 | 08-27-09 - Travel from hotel to EPA HQ, clear security. | 0.50 | 250.00 | 125.00 |
| 08/27/2009 | 1001 | B130 | 08-27-09 - Meeting with Mathy Stanislaus, EPA HQ staff, OECA and DOJ. | 2.20 | 250.00 | 550.00 |
| 08/27/2009 | 1001 | B130 | 08-27-09 - Meeting with Jose Cisneros, Region 5. | 1.00 | 250.00 | 250.00 |
| 08/27/2009 | 1001 | B250 | 08-27-09 - Lunch with Team. | 1.00 | 250.00 | 250.00 |
| 08/27/2009 | 1001 | B130 | 08-27-09 - Meeting with Region 2 PM, regional attorney, and DOJ | 2.80 | 250.00 | 700.00 |
| 08/27/2009 | 1001 | B250 | 08-27-09 - Team debrief at Weil Gotshal | 1.50 | 250.00 | 375.00 |
| 08/27/2009 | 1001 | B250 | 08-27-09 - Team dinner. | 1.50 | 250.00 | 375.00 |
| 08/27/2009 | 1004 | B130 | Meeting with USEPA HQ & Regions 2 &5, DOJ, & Auto Task Force - Mathy Stanislaus & ~ 20 reps (2.5); meeting with USEPA Region 5 J Cisneros (1.0); meeting wth USEPA Region 2 - A Kelly, M Wieder & DOJ P Casey (3.0); meetings with J Redwine, D Berz, L McBurney, M Hashem, P Burnett re regulatory action items and project organization (3.5) | 10.00 | 275.00 | 2,750.00 |
| 08/28/2009 | 1003 | B250 | 08-28-09 - Draft e-mail comments on West Mifflin offer and forward to Redwine. | 0.80 | 250.00 | 200.00 |

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| 08/28/2009 | 1003 | B250 | 08-28-09 - E-mails with McMurtry, Redwine re increase in contract authorization. | 0.40 | 250.00 | 100.00 |
| 08/28/2009 | 1001 | B250 | 08-28-09 - Travel to Denver from DC | 7.00 | 250.00 | 1,750.00 |
| 08/28/2009 | 1004 | B130 | Review & respond to emails about EPA meetings (0.8); travel Wash DC to CA (8 hrs @ 1/2 rate = 4) | 4.80 | 275.00 | 1,320.00 |
| 08/31/2009 | 1004 | B130 | Call w/ L McBurney, A Rothchild re orgnaizational issues & deliverables (.8); Call w/ L McBurney, A Rothchild re DOJ & EPA meetings (1.0); call w/ J Redwine re organization, travel logistics, DOJ & EPA meeting preparation (1.0); attention to multiple emails (.5); review EPA Region 5 paper on Cost Estimation Process & prepare comments (1.0); arrange travel to Chicago (.3); review & comment on summary cost estimate files prepared by Arcadis (1.3) | 5.90 | 275.00 | 1,622.50 |
| 08/17/2009 | 1003 | B130 | 08-17-09 - Project management conference call with McMurtry, Lorincz, McBirney, Rothschild. | 0.90 | 250.00 | 225.00 |
| 08/17/2009 | 1003 | B250 | 08-17-09 - Review insurance work plan e-mail to AON. | 0.60 | 250.00 | 150.00 |
| 08/18/2009 | 1003 | B130 | 08-18-09 - E-mail to Redwine regarding PM issues discussion. | 0.30 | 250.00 | 75.00 |
| 08/18/2009 | 1003 | B250 | 08-18-09 - Review de minimums property sale order. | 0.90 | 250.00 | 225.00 |
| 08/18/2009 | 1003 | B130 | 08-18-09 - Discussion with Hashem re IDEM/OEPA/HQ regulatory relationships and report to Redwine on same. | 0.50 | 250.00 | 125.00 |
| 08/19/2009 | 1003 | B130 | 08-19-09 - Conference call on environmental data update and regulatory data summaries. | 1.00 | 250.00 | 250.00 |
| 08/19/2009 | 1003 | B130 | 08-19-09 - Draft environmental program recommendations. | 1.50 | 250.00 | 375.00 |
| 08/19/2009 | 1003 | B130 | 08-19-09 - E-mails to Redwine, McMurtry on "blue slides" and regulatory meetings. | 0.60 | 250.00 | 150.00 |
| 08/20/2009 | 1003 | B250 | 08-20-09 - Review and respond to e-mail from AON on insurance structure. | 0.80 | 250.00 | 200.00 |
| 08/20/2009 | 1003 | B130 | 08-20-09 - Review regulatory streamlining summaries. | 1.30 | 250.00 | 325.00 |
| 08/21/2009 | 1003 | B130 | 08-21-09 - Call with Scott Hager on financial assurance. | 0.30 | 250.00 | 75.00 |
| 08/21/2009 | 1003 | B130 | 08-21-09 - Meeting/discussions with Elenowitz regarding insurance structures and financial assurance. | 0.60 | 250.00 | 150.00 |
| 08/21/2009 | 1003 | B130 | 08-21-09 - Initial portion of conference call on regulatory strategy. | 0.40 | 250.00 | 100.00 |
| 08/21/2009 | 1003 | B130 | 08-21-09 - Discussion with Hashem regarding EPA meetings. | 0.50 | 250.00 | 125.00 |
| 08/31/2009 | 1003 | B250 | 08-31-09 - Review draft insurance options letter from AON. | 1.20 | 250.00 | 300.00 |
| 09/01/2009 | 1001 | B130 | 09-01-09 - Conference call with team to prepare for Region 5 meeting. | 1.50 | 250.00 | 375.00 |
| 09/01/2009 | 1001 | B130 | 09-01-09 - Conference call with team to prepare for DOJ meeting. | 1.50 | 250.00 | 375.00 |
| 09/01/2009 | 1001 | B130 | 09-01-09 - Assemble documents for Region 5 meeting. | 0.30 | 250.00 | 75.00 |

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| 09/01/2009 | 1003 | B250 | 09-01-09 - Conference call with McMurtry, Hashem re West Mifflin purchase offer, eco-devo meetings. | 0.60 | 250.00 | 150.00 |
| 09/01/2009 | 1003 | B250 | 09-01-09 - Emails to Redwine re West Mifflin, eco-devo meetings. | 0.40 | 250.00 | 100.00 |
| 09/01/2009 | 1004 | B130 | 09-01-09 Conf call w/ J Redwine, D Berz, L McBurney, M Hashem re EPA Region V mtg on 9/3 (1.8); Conf call w/ J Redwine, D Berz, L McBurney, M Hashem, A Rothchild & Arcadis & MLC Pr Mgrs re meeting w/DOJ on 9/2 (1.8); reviewed & scrubbed DIP summary spreadsheets & sent comments to Arcadis (.5); Call w/ S Miner, M Hashem re program mgt, organization & thier action items (.5); | 4.60 | 275.00 | 1,265.00 |
| 09/02/2009 | 1001 | B130 | 09-02-09 - Participate in DOJ meeting via conference call. | 6.00 | 250.00 | 1,500.00 |
| 09/02/2009 | 1001 | B130 | 09-02-09 - Travel to Chicago (review site summary documents, Region 5 memos, insurance memo during flight). | 3.70 | 250.00 | 925.00 |
| 09/02/2009 | 1003 | B130 | 09-02-09 - Preparation of monthly financial update report for Redwine. | 1.00 | 250.00 | 250.00 |
| 09/02/2009 | 1003 | B130 | 09-02-09 - Participation in DOJ conference call. | 0.30 | 250.00 | 75.00 |
| 09/02/2009 | 1004 | B130 | 09-02-09 - Conf call connection to DOJ mtg in Wash DC re: cost estimates (1.9); conf call w/ J Redwine, A Rothchild, L McBurney, M Hashem re: DOJ meeting and EPA meeting on 9/3 (.5); travel to Chicago (1/2 rate for non-working time (6.5 @ 1/2 rate = 3.2) | 5.60 | 275.00 | 1,540.00 |
| 09/03/2009 | 1001 | B130 | 09-03-09 - Pre-meeting with team at Arcadis' Chicago offices. | 1.50 | 250.00 | 375.00 |
| 09/03/2009 | 1001 | B130 | 09-03-09 - Meeting with EPA Region 5. | 5.00 | 250.00 | 1,250.00 |
| 09/03/2009 | 1001 | B130 | 09-03-09 - Travel Denver from Chicago. | 2.50 | 250.00 | 625.00 |
| 09/03/2009 | 1001 | B130 | 09-03-09 - Dinner with Patricia Overmeyer, transit to and from downtown Denver (billed half time). | 2.00 | 250.00 | 500.00 |
| 09/03/2009 | 1003 | B130 | 09-03-09 - Email and phone conversation with Scott Hager re financial assurance. | 0.50 | 250.00 | 125.00 |
| 09/03/2009 | 1004 | B130 | 09-03-09 - Meeting in Chicago w/ EPA Region 5 Jose Cisneros and numerous staff, D Hockey, with MI, OH, IN, IL state agencies on phone & D Berz, J Redwine, M Hashem, L McBurney re: regulatory planning and cost estimation (5.2); meeting w/ J Redwine, D Berz, M Hashem, L McBurney to prepare for EPA Region 5 meeting (1.7) | 6.90 | 275.00 | 1,897.50 |
| 09/04/2009 | 1001 | B250 | 09-04-09 - Conference call on insurance options. | 1.00 | 250.00 | 250.00 |
| 09/04/2009 | 1004 | B130 | 09-04-09 - Travel Chicago - San Francisco (5.5 not working @ 1/2 rate = 2.8); Call w/ S Miner re project mgt, brownfield real estate input (.7); Conf call w/ J Redwine, G Schilz, D Berz, S Miner, M Hashem, F Lorinz re environmental insurance (1.3); call w/ J Redwine re Project mgt, brownfield planning (.5) | 5.30 | 275.00 | 1,457.50 |
| 09/08/2009 | 1003 | B250 | 09-08-09 - Review final insurance letter. | 0.60 | 250.00 | 150.00 |
| 09/08/2009 | 1003 | B250 | 09-08-09 - Review fee motion and review and finalize August invoices. | 0.70 | 250.00 | 175.00 |

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| 09/08/2009 | 1004 | B250 | 09-08-09 - Review & comment on file "DIP Budget 6-27-09" for distribution to EPA and others (1.6); Attention to emails re Environmental Insurance w/ G Schilz (.2); Call w/ A Rothschild re DIP Budget file production (.2); Review & summarize action items from 8/11 meeting and distribute email reminder (2.0); review Aon insurance options letter dated 8/26/09 (.4); Prepare program mgt organization memo for J Redwine (2.3); | 6.70 | 275.00 | 1,842.50 |
| 09/09/2009 | 1002 | B130 | 09-09-09 - review financial assurance regulations and EPA memos regarding financial assurance requirements. | 2.50 | 165.00 | 412.50 |
| 09/09/2009 | 1003 | B130 | 09-09-09 - Work with Landers on document review and briefing to Hager/Redwine on financial assurance. | 1.50 | 250.00 | 375.00 |
| 09/09/2009 | 1003 | B250 | 09-09-09 - Scan and resend invoices to Weil. | 0.50 | 250.00 | 125.00 |
| 09/09/2009 | 1001 | B130 | 09-09-09 - Conference call to prepare for meeting with NYDEC | 1.50 | 250.00 | 375.00 |
| 09/09/2009 | 1004 | B130 | 09-09-09 - Attention to emails re program mgt, DIP Budget summaries for distribution, regulatory communications (.6); Conf call w/ J Redwine, P Barnett, D Berz, T Goslin, M Hashem, L McBurney re NYDEC meeting on 9/11, EPA communications (1.8); attention to emails and response to P Barnett re Syracuse SPDES issue (.2) | 2.60 | 275.00 | 715.00 |
| 09/10/2009 | 1003 | B130 | 09-10-09 - Complete research and draft financial assurance briefing to Hager/Redwine. | 2.00 | 250.00 | 500.00 |
| 09/10/2009 | 1003 | B130 | 09-10-09 - Review revisions to memo with Landers/Hashem. | 1.50 | 250.00 | 375.00 |
| 09/10/2009 | 1001 | B130 | 09-10-09 - Travel from San Francisco to Albany, NY (Review NY site summaries, documents on flight). | 7.00 | 250.00 | 1,750.00 |
| 09/10/2009 | 1004 | B130 | 09-10-09 - Attention to emails re program mgt NY meetings (.3); Call w/ J Redwine (.3) | 0.60 | 275.00 | 165.00 |
| 09/11/2009 | 1002 | B130 | 09-11-09 - Revising DRAFT memo from SLM regarding financial assurance. | 1.50 | 165.00 | 247.50 |
| 09/11/2009 | 1001 | B130 | 09-11-09 - Breakfast meeting with team, meeting prep. | 1.00 | 250.00 | 250.00 |
| 09/11/2009 | 1001 | B130 | 09-11-09 - Meeting with NYDEC | 4.00 | 250.00 | 1,000.00 |
| 09/11/2009 | 1001 | B130 | 09-11-09 - Travel from Albany to San Francisco (review and revise Financial Assurance memo on flight). | 7.00 | 250.00 | 1,750.00 |
| 09/14/2009 | 1001 | B130 | 09-14-09 - Conference call with S. Miner re Financial Assurance memo, debrief on NYDEC meetings. | 0.80 | 250.00 | 200.00 |
| 09/14/2009 | 1001 | B130 | 09-14-09 - Conf Call with S. Miner re Financial Assurance memo, debrief on NYDEC meetings. | 0.80 | 250.00 | 200.00 |

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| 09/14/2009 | 1004 | B250 | 09-14-09 - Prepare summary of brownfield support activities for J Redwine (1.3); Call w/ J Redwine re: Auto Task Force meeting, NYDEC meeting and action items (.2); Call w/ A Rothchild re revised cost estimate deliverables and schedule (.2); review & comment on LFR cost estimate review table (.4); | 2.10 | 275.00 | 577.50 |
| 09/15/2009 | 1004 | B130 | 09-15-09 - Prepare email to J Redwine re Asarco Perth Amboy liability transfer order (.7); call w/ J Redwine re meetings, cost estimates, reorg plan environmental matters (1.1); communicate with Arcadis re green cleanup alternatives (.3); call w/ J Redwine, S Miner, A Rothchild re revised cost estimate reviews, deliverables to DOJ, upcoming meetings (1.8); prepare notes and memo on estimation process and schedule (.5); attention to emails (.5); reviewed preliminary site summaries and cost estimates for 10 sites in preparation for call on 9-16 (1.3) | 6.20 | 275.00 | 1,705.00 |
| 09/16/2009 | 1004 | B130 | 09-16-09 - Conf call w/ A Rothchild, S Gaito & several Arcadis technical staff re revised remedial cost estimates (1.5); Call w/ A Rothchild re green cleanup evaluations (.2); review draft files on revised remedial estimates for 9/17 call (1.0) | 2.70 | 275.00 | 742.50 |
| 09/17/2009 | 1004 | B130 | 09-17-09 - Conf call w/ A Rothchild, S Gaito & several Arcadis technical staff re revised remedial cost estimates (3.2); call w/ S Miner, M Hashem re project organization, regulatory deliverables, brownfield inputs to revised cost estimates (.6); review site remedial estimates in preparation for 9/18 call (.8) | 4.60 | 275.00 | 1,265.00 |
| 09/18/2009 | 1001 | B250 | 09-18-09 - Project coordination call with internal team. | 0.50 | 250.00 | 125.00 |
| 09/18/2009 | 1000 | B130 | 09-18-09 - Meeting with Hashem, Miner, Landers - discussion of work plan scope, financial assurance memo, regulatory strategy, D&D planning, and role of Brownfield entity in re-use and economic development strategy. | 1.00 | 250.00 | 250.00 |
| 09/18/2009 | 1001 | B250 | 09-18-09 - Project coordination call with internal team. | 0.50 | 250.00 | 125.00 |
| 09/18/2009 | 1001 | B250 | 09-18-09 - Meeting with Miner, Elenowitz, Landers to discuss Brownfield strategy for reuse, regulatory strategy, and work plan/scope. | 1.00 | 250.00 | 250.00 |
| 09/18/2009 | 1004 | B130 | 09-18-09 - Conf call w/ A Rothchild, S Gaito & several Arcadis technical staff re revised remedial cost estimates (2.5); attention to emails re Massena (.3); review remediation estimate files, GM reserves (.9); call w/ A Rothchild re IDEA database release to DOJ, EPA (.6) | 4.30 | 275.00 | 1,182.50 |
| 09/19/2009 | 1003 | B250 | 09-19-09 - Conference call with McMurtry, Redwine. | 0.80 | 250.00 | 200.00 |
| 09/19/2009 | 1004 | B250 | 09-19-09 - Conf call w J Redwine, S Miner re D&D & brownfield advisory scopes for remediation estimates (.7); attention to emails and action items for LFR (.6) | 1.30 | 275.00 | 357.50 |

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| 09/20/2009 | 1003 | B130 | 09-20-09 - Review agenda for D&D meeting in Detroit. | 0.30 | 250.00 | 75.00 |
| 09/20/2009 | 1003 | B250 | 09-20-09 - Review long term strategy/structuring document from Redwine. | 0.60 | 250.00 | 150.00 |
| 09/20/2009 | 1003 | B250 | 09-20-09 - Review FB work scope draft from McMurtry. | 0.50 | 250.00 | 125.00 |
| 09/20/2009 | 1004 | B250 | 09-20-09 - Review of IDEA database information and transmittal communication to DOJ and EPA (.6) | 0.60 | 275.00 | 165.00 |
| 09/21/2009 | 1003 | B130 | 09-21-09 - Working travel time to Detroit - review D&D memo, edits to BF SOW, Financial Assurance Memo. | 2.60 | 250.00 | 650.00 |
| 09/21/2009 | 1003 | B130 | 09-21-09 - Non-working travel time. | 0.50 | 250.00 | 125.00 |
| 09/21/2009 | 1001 | B250 | 09-21-09 - Review and edit description of Brownfield scope of services. | 0.60 | 250.00 | 150.00 |
| 09/21/2009 | 1004 | B250 | 09-21-09 - Communication w/ A Rothchild re IDEA database information and transmittal communication to DOJ and EPA (.4); Preparation of issue list for discussion with EPA Region 5 regarding cost estimate process (.6); Review and comment on confirmation plan implementation memo by J Redwine (.9); attention to emails regarding EPA call (.3), review IDEA database entries (.8) | 3.00 | 275.00 | 825.00 |
| 09/22/2009 | 1003 | B130 | 09-22-09 - Meetings in Detroit - Haeger Meeting. | 0.90 | 250.00 | 225.00 |
| 09/22/2009 | 1003 | B130 | 09-22-09 - Meetings in Detroit - D&D Meeting. | 2.80 | 250.00 | 700.00 |
| 09/22/2009 | 1003 | B250 | 09-22-09 - Meetings in Detroit - environmental PM meeting. | 3.30 | 250.00 | 825.00 |
| 09/22/2009 | 1003 | B130 | 09-22-09 - Meetings in Detroit - Redwine/Deighan. | 1.70 | 250.00 | 425.00 |
| 09/22/2009 | 1003 | B130 | 09-22-09 - Working travel time Detroit-Denver: draft meeting summaries. | 1.80 | 250.00 | 450.00 |
| 09/22/2009 | 1003 | B250 | 09-22-09 - Non-working travel time. | 0.40 | 250.00 | 100.00 |
| 09/22/2009 | 1001 | B250 | 09-22-09 - Project status briefing with D. Elenowitz and discussion of strategy for Brownfield paragraphs for site summaries. | 0.40 | 250.00 | 100.00 |
| 09/22/2009 | 1001 | B250 | 09-22-09 - Conference call on "6 themes" and limited site investigation plans. | 0.70 | 250.00 | 175.00 |
| 09/22/2009 | 1001 | B250 | 09-22-09 - Review D. McMurtry's notes from 8/11 and 8/12 Alix Partners meeting and identify ques... | 0.80 | 250.00 | 200.00 |
| 09/22/2009 | 1001 | B250 | 09-22-09 - Phone discussion with S. Miner regarding coordination with RE group, topics and sites... | 0.80 | 250.00 | 200.00 |
| 09/22/2009 | 1000 | B250 | 09-22-09 - Meeting with Hashem to discuss content for Brownfield summaries as requested by Redwine and data requirements and approach. | 0.40 | 250.00 | 100.00 |
| 09/22/2009 | 1000 | B250 | 09-22-09 - Review of 9/19 Redwine, McMurtry, Miner meeting notes regarding real estate issue for Brownfield summaries. | 0.40 | 250.00 | 100.00 |

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| 09/22/2009 | 1004 | B130 | 09-22-09 - Conf call w/ A Rothchild, S Gaito & several Arcadis technical staff re revised remedial cost estimates (4.2); conference call with J Redwine, D Berz, A Rothchild, L McBuney, M Hashem re cost estimates, site investigations, NJ sites, project status (1.5); Call w/ S Miner re meeting with MLC Real Estate group for environmental coordination, meeting w/ MLC D&D group, project update, remedial estimation (.7); call w/ A Rothchild re cost estimate schedule (.2); call w/ J Redwine (.6) | 7.20 | 275.00 | 1,980.00 |
| 09/23/2009 | 1001 | B130 | 09-23-09 - Call with Patricia Overmeyer re project status and coordination with EPA. | 0.90 | 250.00 | 225.00 |
| 09/23/2009 | 1001 | B250 | 09-23-09 - Conference call re remedial options at Massena. | 1.30 | 250.00 | 325.00 |
| 09/23/2009 | 1004 | B130 | 09-23-09 - Conf call w/ B Hare, A Rothchild, S Caioto re cost estimates and GM knowledgebase (1.1); call w/ A Rothchild re support for Real Estate transactions, Phase I deliverables and due diligence virtual data room (.5); call w/ K Killian, G Hanson, & B Twellman (Claro Group), A Rothchild re probabilistic cost estimation for largest sites (.6); Review draft cost estimates (1.2) | 3.40 | 275.00 | 935.00 |
| 09/24/2009 | 1003 | B250 | 09-24-09 - Draft points for discussion on coordination call with Deighan, Redwine, Braden. | 1.20 | 250.00 | 300.00 |
| 09/24/2009 | 1003 | B130 | 09-24-09 - Draft and send email to Healy, et al. for follow up to Tuesday meetings on D&D. | 0.60 | 250.00 | 150.00 |
| 09/24/2009 | 1001 | B130 | 09-24-09 - Meeting with EPA Region 5 re Buick City/Flint (via conf call). | 2.50 | 250.00 | 625.00 |
| 09/24/2009 | 1001 | B130 | 09-24-09 - Call with team to debrief after Region 5 meeting. | 0.40 | 250.00 | 100.00 |
| 09/24/2009 | 1000 | B130 | 09-24-09 - Review insurance remuneration proposal and research appropriateness in compensation structures. | 0.50 | 250.00 | 125.00 |
| 09/24/2009 | 1004 | B130 | 09-24-09 - Conf call w/ A Rothchild, S Gaito & several Arcadis technical staff re revised remedial cost estimates (2.1); review & edit remedial cost reconciliation summary tables, exchange emails w/ A Rothchild re same (.7); review revised estimate files (1.8); call w/ J Redwine re program mgt status, Massena meeting with EPA Region 2, Buick City Meeting with EPA Region 5, status of cost estimates (.8) | 5.40 | 275.00 | 1,485.00 |
| 09/25/2009 | 1001 | B250 | 09-25-09 - Call with J. Redwine re Buick City. | 0.10 | 250.00 | 25.00 |
| 09/25/2009 | 1001 | B250 | 09-25-09 - Conf call with team re Buick City. | 1.20 | 250.00 | 300.00 |
| 09/25/2009 | 1001 | B250 | 09-25-09 - Conf call with team re Massena. | 0.80 | 250.00 | 200.00 |

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| 09/25/2009 | 1004 | B130 | 09-25-09 - Conf call w/ A Rothchild, S Gaito & several Arcadis technical staff re revised remedial cost estimates (1.4); Call w/J Redwine, K Richards, D Keading, A Rothchild, M Hashem re Buick City EPA Region 5 meeting on 9/24 and trends for portfolio (1.1); Call w/ L McBurney, R Kapp, P Barnett, J Redwine, re EPA Region 2 Massena meeting on 9/24 and impacts on cost estimation and action items (.6); review emails and docs re Massena EPA presentation, Buick City MMGL site development plan, EPA Vapor Intrusion doc (.8) | 3.90 | 275.00 | 1,072.50 |
| 09/27/2009 | 1004 | B130 | 09-27-09 - Review draft Remediation Cost Estimates and associated IDEA files, send comments on drafts to A Rothchild (2.6) | 2.60 | 275.00 | 715.00 |
| 09/28/2009 | 1003 | B250 | 09-28-09 - Conference call with Braden, Deighan, Redwine | 0.60 | 250.00 | 150.00 |
| 09/28/2009 | 1003 | B250 | 09-28-09 - Follow up coordination call with Redwine. | 0.50 | 250.00 | 125.00 |
| 09/28/2009 | 1003 | B130 | 09-28-09 - Finalize and send email on D&D coordination actions. | 0.70 | 250.00 | 175.00 |
| 09/28/2009 | 1003 | B130 | 09-28-09 - Calls and email regarding June invoice payment. | 0.50 | 250.00 | 125.00 |
| 09/28/2009 | 1003 | B250 | 09-28-09 - Draft and send email summarizing env/RE coordination call. | 0.60 | 250.00 | 150.00 |
| 09/28/2009 | 1004 | B130 | 09-28-09 - Conf call w/ A Rothchild, S Gaito, B Hare re revised remedial cost estimates (1.6); review & respond to emails re EPA vapor intrusion policies (.3); call w/ M Hashem re EPA vapor intrusion standards and risk assessments (.2); Call w/ S Miner re brownfield consideration summaries in cost estimates, coordination with MLC Real Estate staff (.3); read & respond to emails re cost estimates, real estate sales process, conference calls (.3) | 2.70 | 275.00 | 742.50 |
| 09/29/2009 | 1002 | B130 | 09-29-09 - Conference with ARCADIS and others regarding regulatory requirements and D&D steps. | 0.90 | 165.00 | 148.50 |
| 09/29/2009 | 1003 | B250 | 09-29-09 - Project management call with McMurtry. | 1.10 | 250.00 | 275.00 |
| 09/29/2009 | 1004 | B130 | 09-29-09 - Conf call w/ A Rothchild, S Gaito, B Hare re revised remedial cost estimates (2.6); Call w/ G Hanson re probabilistic cost estimation task (.2); Call w/ J Redwine, D Berz, A Rothchild M Hashem, L McBurney re remediation cost estimate reviews with EPA & States, preliminary results of estimates (1.2);Call w/ A Rothchild re deliverables on cost estimates (.1); review draft remediation cost estimates and comment (4.2); Call w/ S Miner, M Hashem re project communications, billing, brownfield considerations write-ups, D&D (.7) | 9.00 | 275.00 | 2,475.00 |
| 09/30/2009 | 1003 | B130 | 09-30-09 - Conference call on administrative costs and post-confirmation structure. | 1.30 | 250.00 | 325.00 |

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| 09/30/2009 | 1004 | B130 | 09-30-09 - Conf call w/ A Rothchild, S Gaito, D Keating, M Hashem re revised remedial cost estimates (2.1); review & comment on remediation cost estimates (2.1); Call w/ J Redwine, D Berz re cost estimate protocol for discount rates and remedy selection (.5); Review emails and documents re site boundaries for sites GM is leasing (.6); Call w/ J Redwine, D Berz, K Braden, C Cook, S Miner, M Hashem, A Rothchild re post confirmation entity administrative costs, real estate holding costs & process to estimate and describe (1.1); Call w/ J Redwine, D Berz, A Rothchild re IDEA database documents and reviews (.4); Call w/ A Rothchild re remediation cost estimates short list for Mgt. Review (.3); | 7.10 | 275.00 | 1,952.50 |
| TOTAL: | | | | 845.40 | | 214,857.00 |
| LESS DISCOUNT | | | | | | (945.25) |
| TOTAL: | | | | | | 213,914.75 |

EXHIBIT E

BROWNFIELD PARTNERS, LLC

Stuart L. Miner
475 17th Street, Suite 950
Denver, CO 80202
Telephone: (303) 205-7910
Facsimile: (303) 893-3989

Environmental Consultants to the Debtors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
: Chapter 11
MOTORS LIQUIDATION COMPANY, et al., :
f/k/a **General Motors Corp., et al.** : Case No. 09-50026 (REG)
Debtors. : (Jointly Administered)
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CERTIFICATION OF STUART L. MINER

I, Stuart L. Miner certify as follows:

1. I am a partner of Brownfield Partners, LLC (“Brownfield Partners”). I submit this certification with respect to the first interim application (the “Fee Application”) of Brownfield Partner, environmental consultants to Motors Liquidation Company (f/k/a General Motors Corporation) (“GM”) and its affiliated debtors, as debtors in possession (collectively, the “Debtors”), for allowance of compensation for professional services rendered and reimbursement of actual and necessary expenses incurred for the period June 1, 2009 through September 30, 2009.

2. I make this certification in accordance with General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases, adopted by the United States Bankruptcy Court for the Southern District of

New York on April 19, 1995 (the "Local Guidelines"). In connection therewith, I hereby certify that:

- a. I have read the Fee Application;
- b. to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought in the Fee Application fall within the Local Guidelines;
- c. the fees and disbursements sought are charged in accordance with practices customarily employed by Brownfield Partners and generally accepted by Brownfield Partners's clients; and
- d. in providing a reimbursable service, Brownfield Partners does not make a profit on that service, whether the service is performed by Brownfield Partners in-house or through a third party.

3. As required by Section B. 2 of the Local Guidelines, I certify that all of Brownfield Partners's Monthly Statements were sent to (i) the Debtors; (ii) counsel for the Debtors; (iii) counsel to the Creditors' Committee; and (iv) Office of the United States Trustee for the Southern District of New York.

4. As required by Section B. 3 of the Local Guidelines, I certify that (i) the Debtors; (ii) counsel for the Debtors; (iii) counsel to the Creditors' Committee; and (iv) Office of the United States Trustee for the Southern District of New York will each be provided with a copy of this Fee Application at least ten (10) days in advance of the hearing to consider the Fee Application.

5. I certify the foregoing to be true and correct.

Dated: Denver, Colorado
November 16, 2009

/s/ *Stuart L. Miner*
Stuart L. Miner, Partner